

APR 30 '12 -3 16 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

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www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

April 25, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001

Re: Memorandum of Assignment and Assumption Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Assignment and Assumption Agreement dated December 14, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board on July 19, 2011 under Recordation Number 29834 and 29834-A, and on August 22, 2011 under Recordation No. 29834-B. The names and addresses of the parties to the enclosed document are:

Assignor: Winn Bay Sand Limited Partnership  
N33005 Helmers Rd  
Blair, WI 54616

Assignee: Preferred Sands of Canada, ULC  
2200-1055 W. Hastings St.  
Vancouver, BC V6E 2E9 Canada

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is for three hundred seventy-six (376) hopper cars having NDYX and WSOX marks (see Schedule 1 for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Assumption Agreement

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.  
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

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**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of December 14, 2011, by and between the WINN BAY SAND LIMITED PARTNERSHIP, a Saskatchewan corporation ("Assignor"), and PREFERRED SANDS OF CANADA, ULC, a British Columbia unlimited liability company ("Assignee") and FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Assignor entered into that certain Lease Agreement dated February 10, 2010, Rider No. 2 executed as of November 30, 2010, Rider No. 3 executed as of May 24, 2011, as amended November 14, 2011, Rider No. 4 executed as of June 1, 2011, as amended November 14, 2011, and Rider No. 5 dated as of June 6, 2011, as amended November 14, 2011 between Lessor and Assignor (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease"), covering certain railcars identified on Schedule 1 attached hereto (the "Railcars"). A Memorandum of Lease having been filed with the Surface Transportation on July 19, 2011 under Recordation No. 29834 and 29834-A, and on August 22, 2011 under Recordation No. 29834-B.

B. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated December 14, 2011 which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars, whereby Assignor has assigned to Assignee its rights, title, interest, duties and obligations in, under and with respect to the Lease.

C. The parties hereto wish to show for public record this Memorandum of Assignment and Assumption Agreement and accordingly have caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first above written.

D. This Memorandum of Assignment and Assumption Agreement may be executed in counterparts, each such counterpart shall be binding to the parties hereto, notwithstanding that the parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

ASSIGNOR:

WINN BAY SAND LIMITED PARTNERSHIP

By: 

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ASSIGNEE:

PREFERRED SANDS OF CANADA, ULC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

LESSOR:

FIRST UNION RAIL CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

ASSIGNOR:

WINN BAY SAND LIMITED PARTNERSHIP

By: \_\_\_\_\_

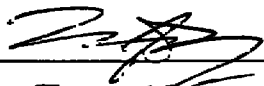
Name: \_\_\_\_\_

Title: \_\_\_\_\_

ASSIGNEE:

PREFERRED SANDS OF CANADA, ULC

100%

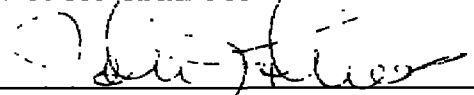
By:  \_\_\_\_\_

Name: **Thomas J. Doyle**

Title: **Executive Vice President**  
**Assistant Secretary and COO**

LESSOR:

FIRST UNION RAIL CORPORATION

By:  \_\_\_\_\_

Name: **JOHN J. THOMAS**

Title: **PRESIDENT**

**RAILCARS****Seventy-Six (76) Covered Hopper Railcars  
Rider No. 2**

FURX	815041	NDYX	814284	NDYX	814370	NDYX	814453
FURX	815048	NDYX	814287	NDYX	814375	NDYX	814454
FURX	815197	NDYX	814288	NDYX	814376	NDYX	814455
FURX	815213	NDYX	814289	NDYX	814381	NDYX	814458
FURX	815241	NDYX	814291	NDYX	814383	NDYX	814461
FURX	815279	NDYX	814298	NDYX	814387	NDYX	814464
FURX	815424	NDYX	814300	NDYX	814389	NDYX	814465
FURX	815427	NDYX	814304	NDYX	814396	NDYX	814467
FURX	815451	NDYX	814307	NDYX	814414	NDYX	814469
FURX	816426	NDYX	814308	NDYX	814416	NDYX	814474
NDYX	814250	NDYX	814322	NDYX	814419	NDYX	814480
NDYX	814253	NDYX	814324	NDYX	814420	NDYX	814482
NDYX	814254	NDYX	814335	NDYX	814424	NDYX	814487
NDYX	814256	NDYX	814337	NDYX	814427	NDYX	814269
NDYX	814261	NDYX	814341	NDYX	814429	NDYX	814274
NDYX	814262	NDYX	814349	NDYX	814430	NDYX	814310
NDYX	814266	NDYX	814361	NDYX	814435	NDYX	814352
NDYX	814268	NDYX	814363	NDYX	814439	NDYX	814372
NDYX	814280	NDYX	814367	NDYX	814443		

(WIBA002/002A)

**One Hundred (100) Covered Hopper Railcars  
Rider No. 3 - Recordation No. 29834**

WSOX	804862	WSOX	804929	WSOX	804949	WSOX	804971
WSOX	804876	WSOX	804930	WSOX	804950	WSOX	804973
WSOX	804899	WSOX	804932	WSOX	804953	WSOX	804976
WSOX	804904	WSOX	804933	WSOX	804954	WSOX	804977
WSOX	804912	WSOX	804934	WSOX	804956	WSOX	804978
WSOX	804913	WSOX	804935	WSOX	804957	WSOX	804982
WSOX	804914	WSOX	804936	WSOX	804959	WSOX	804986
WSOX	804915	WSOX	804937	WSOX	804960	WSOX	804989
WSOX	804916	WSOX	804939	WSOX	804961	WSOX	804990
WSOX	804917	WSOX	804940	WSOX	804965	WSOX	804991
WSOX	804921	WSOX	804941	WSOX	804966	WSOX	804994
WSOX	804923	WSOX	804942	WSOX	804967	WSOX	804995
WSOX	804926	WSOX	804944	WSOX	804968	WSOX	804997
WSOX	804927	WSOX	804947	WSOX	804969	WSOX	804998
WSOX	804928	WSOX	804948	WSOX	804970	WSOX	804999

**SCHEDULE 1**

WSOX	805001	WSOX	805015	WSOX	805030	WSOX	805044
WSOX	805002	WSOX	805018	WSOX	805031	WSOX	805045
WSOX	805004	WSOX	805019	WSOX	805035	WSOX	805047
WSOX	805005	WSOX	805020	WSOX	805036	WSOX	805049
WSOX	805007	WSOX	805022	WSOX	805037	WSOX	805050
WSOX	805008	WSOX	805023	WSOX	805039	WSOX	805051
WSOX	805009	WSOX	805024	WSOX	805040	WSOX	805052
WSOX	805010	WSOX	805027	WSOX	805041	WSOX	805053
WSOX	805012	WSOX	805028	WSOX	805042	WSOX	805054
WSOX	805014	WSOX	805029	WSOX	805043	WSOX	805055

(WIBA003)

**One Hundred (100) Covered Hopper Railcars  
Rider 4, Recordation No. 29834-A**

WSOX	804800	WSOX	804860	WSOX	804910	WSOX	804981
WSOX	804802	WSOX	804861	WSOX	804911	WSOX	804983
WSOX	804803	WSOX	804863	WSOX	804918	WSOX	804984
WSOX	804804	WSOX	804864	WSOX	804919	WSOX	804985
WSOX	804805	WSOX	804867	WSOX	804920	WSOX	804987
WSOX	804809	WSOX	804868	WSOX	804922	WSOX	804988
WSOX	804827	WSOX	804869	WSOX	804924	WSOX	804992
WSOX	804828	WSOX	804873	WSOX	804925	WSOX	804993
WSOX	804832	WSOX	804875	WSOX	804931	WSOX	804996
WSOX	804834	WSOX	804877	WSOX	804938	WSOX	805000
WSOX	804836	WSOX	804879	WSOX	804943	WSOX	805003
WSOX	804837	WSOX	804880	WSOX	804945	WSOX	805006
WSOX	804838	WSOX	804881	WSOX	804946	WSOX	805011
WSOX	804843	WSOX	804882	WSOX	804951	WSOX	805013
WSOX	804844	WSOX	804883	WSOX	804952	WSOX	805016
WSOX	804847	WSOX	804884	WSOX	804955	WSOX	805017
WSOX	804850	WSOX	804887	WSOX	804958	WSOX	805021
WSOX	804851	WSOX	804896	WSOX	804962	WSOX	805025
WSOX	804852	WSOX	804901	WSOX	804963	WSOX	805026
WSOX	804853	WSOX	804902	WSOX	804964	WSOX	805032
WSOX	804854	WSOX	804905	WSOX	804972	WSOX	805033
WSOX	804855	WSOX	804906	WSOX	804974	WSOX	805034
WSOX	804856	WSOX	804907	WSOX	804975	WSOX	805038
WSOX	804858	WSOX	804908	WSOX	804979	WSOX	805046
WSOX	804859	WSOX	804909	WSOX	804980	WSOX	805048

(WIBA004)

**One Hundred (100) Covered Hopper Railcars  
Rider 5, Recordation No. 29834-B**

WSOX	804801	WSOX	804835	WSOX	804894	WSOX	805075
WSOX	804806	WSOX	804839	WSOX	804895	WSOX	805076
WSOX	804807	WSOX	804840	WSOX	804897	WSOX	805077
WSOX	804808	WSOX	804841	WSOX	804898	WSOX	805078
WSOX	804810	WSOX	804842	WSOX	804900	WSOX	805079
WSOX	804811	WSOX	804845	WSOX	804903	WSOX	805080
WSOX	804812	WSOX	804846	WSOX	805056	WSOX	805081
WSOX	804813	WSOX	804848	WSOX	805057	WSOX	805082
WSOX	804814	WSOX	804849	WSOX	805058	WSOX	805083
WSOX	804815	WSOX	804857	WSOX	805059	WSOX	805084
WSOX	804816	WSOX	804865	WSOX	805060	WSOX	805085
WSOX	804817	WSOX	804866	WSOX	805061	WSOX	805086
WSOX	804818	WSOX	804870	WSOX	805062	WSOX	805087
WSOX	804819	WSOX	804871	WSOX	805063	WSOX	805088
WSOX	804820	WSOX	804872	WSOX	805064	WSOX	805089
WSOX	804821	WSOX	804874	WSOX	805065	WSOX	805090
WSOX	804822	WSOX	804878	WSOX	805066	WSOX	805091
WSOX	804823	WSOX	804885	WSOX	805067	WSOX	805092
WSOX	804824	WSOX	804886	WSOX	805068	WSOX	805093
WSOX	804825	WSOX	804888	WSOX	805069	WSOX	805094
WSOX	804826	WSOX	804889	WSOX	805070	WSOX	805095
WSOX	804829	WSOX	804890	WSOX	805071	WSOX	805096
WSOX	804830	WSOX	804891	WSOX	805072	WSOX	805097
WSOX	804831	WSOX	804892	WSOX	805073	WSOX	805098
WSOX	804833	WSOX	804893	WSOX	805074	WSOX	805099

(WIBA005)